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11 Co-Counsel for HSG/ATN, Inc.

12
13 **IN THE UNITED STATES BANKRUPTCY COURT**
14 **FOR THE SOUTHERN DISTRICT OF NEW YORK**
15

16 In re:

17 WORLDCOM, INC., et al.,

18 Debtors.

Chapter 11

Case No.02-13533 (AJG)

19
20 **RESPONSE TO DEBTORS' FIRST SET OF NON-UNIFORM**
21 **INTERROGATORIES TO HSG/ATN, INC.**

22 TO THE HONORABLE ARTHUR J. GONZALES
23 UNITED STATES BANKRUPTCY JUDGE

24 Pursuant to Rule 9014 of the Federal Rules of Bankruptcy Procedure and Rules 26, 33 and 34
25 of the Federal Rules of Civil Procedure, HSG/ATN, Inc. ("HSG") hereby submits its response
26 ("Response") to the *Debtors' First Set of Non-Uniform Interrogatories to HSG/ATN, Inc.*
27 ("Interrogatories") as follows:

///

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ENGELMAN BERGER, P.C.
 One Columbus Plaza, Suite 1050
 3636 North Central Avenue
 Phoenix, Arizona 85012

INTERROGATORY NO. 1

Identify each of the Services you allege were provided to WorldCom after the Commencement Date. With regard to each of the Services you allege were provided to WorldCom, specify: (a) the nature and duration of each of the alleged Services; (b) the date of each of the alleged Services; (c) the name and position of each HSG employee and/or representative who provided each of the alleged Services; (d) time records for any HSG employee and/or representative related to each of the Services allegedly provided by such employee and/or representative; and (e) billing records for each of the alleged Services.

RESPONSE NO. 1:

HSG objects to Interrogatory No. 1 as it is not reasonably calculated to lead to the discovery of admissible evidence. The term "services" defined in the Agreement refers to the telecom services, including but not limited to long distance phone services, offered by WorldCom.

Without waiving the foregoing objection, and consistent with the understanding between the parties' respective counsel in terms of a clarification of the term "services" in this Interrogatory, the following is a description of the services provided by HSG following the Commencement Date with respect to providing assistance for the benefit of the Customers.

HSG operated a five person call center that received calls from Customers. The hours of this operation were from 8:00 a.m. to 4:00 p.m. eastern time, Monday through Friday. Typical calls handled by the customer service representatives ("CSR") included changes of service as requested by the Customers; adding or deleting services as requested by Customers, making address changes as requested by Customers; fielding general questions about rates including international rates; and the handling of resp-org forms.

The duration of these services was from the Commencement Date to approximately December 16, 2002.

The names of the employees who fielded the calls described above are:

Nora Jimison
 Elizabeth Neaves Pizarro
 Cynthia Polanco

Iris Santiago
Aaron Woodrum

HSG possesses time cards for these employees; there are no billing records.

The following numbers of calls were received by HSG's call center for the following relevant periods:

Month	Number of Calls
June 2002	2,591
July 2002	2,980
August 2002	2,464
September 2002	2,596
October 2002	2,612
November 2002	2,833
December 2002	2,337

INTERROGATORY NO. 2

In the HSG Motion for Allowance and Payment of Administrative Claim, Exhibit J at ¶ 13, you state that, "[b]eginning on or around November 15, 2002 and ending on or around December 15, 2002, in response to WorldCom's position it would pay no further commissions, HSG sent out a notice to prospects offering a new service provider." With respect to each such notice, identify: (a) the number of notices that were drafted; (b) the number of notices that were sent; (c) the date upon which each notice was sent to prospects; (d) the names and titles of each individual or entity who drafted, prepared, assisted in preparing, printed and/or delivered each notice; (e) the names and addresses of the prospects to whom such notices were sent; (f) the Cost of preparing the notices, including designing, drafting and printing each such notice; (g) the cost of distributing the notices, (h) time records related to preparation and/or distribution of the notices.

RESPONSE NO. 2:

ENGELMAN BERGER, P.C.
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012

- 1 (a) There is only one notice that was drafted.
- 2 (b) That one notice was sent out to approximately 152,400 prospects.
- 3 (c) The mailing was done over a period of four weeks commencing approximately
- 4 November 15, 2002.
- 5 (d) George Bein and Jeff Bein, principals of HSG
- 6 (e) Various Customers
- 7 (f) Unknown
- 8 (g) Unknown
- 9 (h) None

10 **INTERROGATORY NO. 3**

11 In HSG's Reply to Debtor's Objection To Allowance and Payment of Administrative Claim
12 ("Reply"), Exhibit A, at ¶ 10, you state that "[o]n or about August 7, TTI National sent a letter
13 approved by Debtor to Debtor's and TTI's joint customers, detailing the services provided by
14 HSG/TTI." With respect to the letter referenced at ¶ 10 of Exhibit A, identify: (a) the WorldCom
15 Representative who approved the letter; (b) whether such approval was given orally or in writing; (c)
16 the date such approval was given; (d) the HSG Representative to whom such approval was given.

17 **RESPONSE NO. 3:**

- 18 (a) Unknown
- 19 (b) Unknown
- 20 (c) Unknown
- 21 (d) Unknown

22 This TTI National letter is dated August 7, 2000. HSG mistakenly believed it was August 7, 2002; so
23 reference to this letter in the Reply was mistaken. This letter bears no relevance to this proceeding.

24 **INTERROGATORY NO. 4**

25 In HSG's Reply to Debtors' Objection to Allowance and Payment of Administrative Claim,
26 Exhibit A, at ¶ 113, you state that "Debtors' representative had previously informed HSG that Debtor
27 no longer desired to target residential users, which compromise nearly all of the HSG customers."

ENGELMAN BERGER, P.C.
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012

1 With respect to this statement, identify: (a) the WorldCom Representative who informed HSG that
2 WorldCom no longer desired to target residential users; (b) the date such statement was made; (c) the
3 manner in which statement was made; (d) whether such statement was made verbally or in writing;
4 and (e) the HSG Representative to whom such approval was given.

5 **RESPONSE NO. 4:**

- 6 (a) Brent Lacho
7 (b) Various conversations starting in August 2002 and continuing for approximately 2-4
8 weeks thereafter.
9 (c) Objection, ambiguous.
10 (d) Verbally.
11 (e) Objection, the term "approval" is ambiguous and inapplicable. The statements
12 referred to in this interrogatory were made by Mr. Lacho to George Bein of HSG.

13 **INTERROGATORY NO. 5**

14 With respect to the decision by HSG to terminate the Agreement with WorldCom, identify: (a)
15 the HSG Representative who made the decision to terminate; (b) the date upon which such decision to
16 terminate was made; (c) the basis upon which the decision to terminate was made; (d) the names and
17 positions of any HSG Representative that discussed the decision to terminate.

18 **RESPONSE NO. 5:**

- 19 (a) George Bein and Jeffrey Bein.
20 (b) July, 2002, just prior to the Commencement Date.
21 (c) HSG objects as this information is not reasonably calculated to lead to the discovery of
22 admissible evidence. Without waiving this objection, a termination letter was sent to WorldCom a
23 prelude to the entry into a Seventh Amendment of the Representation Agreement between WorldCom
24 and HSG on a non-exclusive basis.
25 (d) George Bein and Jeffrey Bein, the principals of HSG.

26 **INTERROGATORY NO. 6**

27 Identify any other Representative Agents contacted by HSG regarding opportunities to

ENGELMAN BERGER, P.C.
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012

1 provide Services to companies other than WorldCom. With respect to any such Representative
2 Agents, identify: (a) whether the contact was verbal or in writing; (b) the HSG Representative who
3 authorized the contact; and (c) the date on which such contact was made.

4 **RESPONSE NO. 6:**

- 5 (a) Writing, including email
6 (b) George Bein and Jeffrey Bein
7 (c) The mailing of a letter to representative agents occurred approximately February 5,
8 2003 and was sent to all representative agents listed on Debtors bankruptcy schedules. There were
9 emails between George Bein and various agents, which are being supplied herewith.

10 DATED this 6 day of June, 2003.

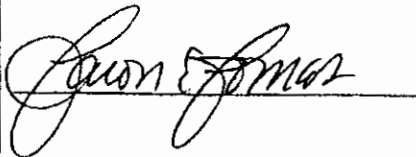
11 **ENGELMAN BERGER, P.C.**

12 By 

13 David Wm Engelman
14 Steven N. Berger
15 Kevin M. Judiscak
16 One Columbus Plaza, Suite 1050
17 3636 North Central Avenue
18 Phoenix, Arizona 85012
19 Attorneys for HSG/ATN, Inc.

17 **ORIGINAL** of the foregoing
18 faxed and mailed
19 this 6th day of June, 2003, to:

20 Marcia L. Goldstein, Esq.
21 Lori R. Fife, Esq.
22 Alfredo R. Perez, Esq.
23 **WEIL, GOTSHAL & MANGES LLP**
24 767 Fifth Avenue
25 New York, NY 10153-0119
26 Attorneys for Debtors and Debtors-in-Possession
27



03/09/1995 11:00

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HSG/ATN

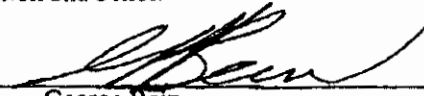
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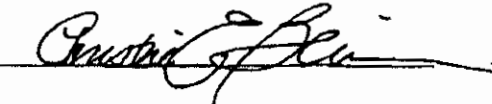
VERIFICATION

George Bein, being first duly sworn upon his oath, deposes and says:

That I am the Defendant in this matter and have read the Answers to Non-Uniform Interrogatories and know its contents; and that the allegations contained therein are true to the best of my own personal knowledge, information and belief.


George Bein

WITNESS:



1 DAVID WM. ENGELMAN, AZ BAR NO. 004193
2 STEVEN N. BERGER, AZ BAR NO. 009613
3 KEVIN M. JUDISCAK, AZ BAR NO. 012764
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13 and

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15 60 EAST 42ND STREET, SUITE 2320
16 NEW YORK, NEW YORK 10165-2399

17 Ph: (212) 682-1212
18 Fax: (212) 687-2084

19 Co-Counsel for HSG/ATN, Inc.

20 **IN THE UNITED STATES BANKRUPTCY COURT**
21 **FOR THE SOUTHERN DISTRICT OF NEW YORK**

22 In re:

23 WORLDCOM, INC., et al.,

24 Debtors.

25 Chapter 11

26 Case No.02-13533 (AJG)

27 **RESPONSE TO DEBTORS' FIRST SET OF NON-UNIFORM REQUEST FOR**
28 **PRODUCTION OF DOCUMENTS TO HSG/ATN, INC.**

29 TO THE HONORABLE ARTHUR J. GONZALES
30 UNITED STATES BANKRUPTCY JUDGE

31 Pursuant to Rule 9014 of the Federal Rules of Bankruptcy Procedure and Rules 26 and 34 of
32 the Federal Rules of Civil Procedure, HSG/ATN, Inc. ("HSG") through its undersigned counsel,
33 hereby submits its response ("Response") to the *Debtors' First Set of Non-Uniform Request for*
34 *Production of Documents to HSG/ATN, Inc.* ("Requests"). The documents submitted with this
35 Response are identified as follows:

36 N:\docs\HSG ATN Inc\Pleadings\Response to NURFPD.doc

ENGELMAN BERGER, P.C.
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012

1 REQUEST NO. 1:

2 See letter marked as Exhibit "A" to *Debtors' Objection to Motion of HSG/ATN, Inc. for*
3 *Allowance and Payment of Administrative Claim*, Exhibit A and Exhibit I to the Motion for
4 Allowance and Payment of Administrative Claim by HSG/ATN, Inc.

5 REQUEST NO. 2:

6 American Telecom Network "Daily Call Results Report" covering the period of July, 2002
7 through December, 2002. This is being provided in hard copy and electronic form. HSG also has
8 time records of its employees who provided the services requested which, will be provided upon
9 request of the Debtors.

10 REQUEST NO. 3

11 The form letter sent to the following entities

12 American Telecom Network
13 Family Motorcoach Association
14 Good Sam Club
15 Coast to Coast

16 November 25, 2002, a letter from George Bein to a single Customer.

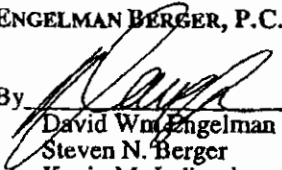
17 REQUEST NO. 4

18 Form letter sent to representation agents described in the answer to Interrogatory number 6
19 propounded by the Debtors to HSG.

20 DATED this 6 day of June, 2003.

21 ENGELMAN BERGER, P.C.

22 By

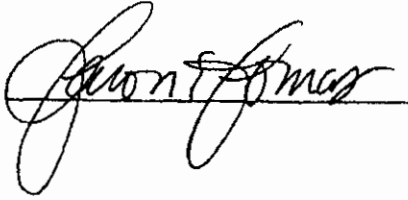
23 
24 David Wm. Engelman
25 Steven N. Berger
26 Kevin M. Judiscak
27 One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012
Attorneys for HSG/ATN, Inc.

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ORIGINAL of the foregoing
faxed and mailed
this 6th day of June, 2003, to:

Marcia L. Goldstein, Esq.
Lori R. Fife, Esq.
Alfredo R. Perez, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Attorneys for Debtors and Debtors-in-Possession





American Telecom Network

Daily Call Results Report

		July						
		MTD	MTD	Mon	Tue	Wed	Thu	Fri
YTD	2001	January	February	1	2	3	4	5
Calls Offered	43041	3256	2809	166	99	109	0	135
Calls Handled	41517	3119	2748	148	93	104	0	133
%	96%	97%	97%	100%	96%	96%	0%	99%
Average Handled per hour	4.13	3.58	3.53	3.73	2.81	2.40	0.00	3.55

		1524	107	71	0	1	1	0	2	3
Abandoned	%	3.54%	3.29%	2.53%	0.00%	1.01%	0.92%	0.00%	1.48%	2.10%
Short Abandoned	%	53	5	11	0	0	1	0	0	0
Long Abandoned	%	0.12%	0.15%	0.39%	0.00%	0.00%	0.82%	0.00%	0.00%	0.00%
Average Time To Abandoned	%	1471	102	60	0	1	0	0	2	3
	%	3.42%	3.13%	2.14%	0.00%	1.01%	0.00%	0.00%	1.48%	2.10%
	%	53	69	62	0	71	0	0	75	63

		10041	680	776.5	45	37.5	45	0	37.5	37.5
Hours worked	Talk Time %	24.24%	24.71%	26.31%	27.68%	19.28%	17.24%	0.00%	18.27%	19.88%
Talk Time	2433:48:14	216:16:43	203:50:20	12:13:11	7:09:42	7:38:34	0:00:00	8:39:26	7:23:39	
Average Duration of Call Seconds	Seconds	240	248	16	262	263	253	0	180	190
Average Duration of Call Minutes	Seconds	3:37	3:78	0:27	4:37	4:38	4:22	0:00	3:00	3:17
Average Hold Time	Seconds	7	8	7	6	5	4	0	5	7
After Call Work and Breaks %	%	22.48%	19.84%	19.24%	16.89%	19.62%	8.53%	0.00%	16.28%	18.64%
Idle Time %	%	41.27%	44.02%	49.62%	50.70%	62.03%	64.98%	0.00%	60.53%	52.07%
Total Call Overflowed to PHX		0	0	0	0	0	0	0	0	0
Total Calls Warm Transferred to PHX		2074	310	1062	59	29	54	0	31	137
Total Calls Warm Transferred to PHX %	%	5%	10%	39%	35%	30%	50%	0%	23%	98%

an American

Daily Call Result

	Tue	Wed	Thu	Fri	Mon	Tue	Wed	Thu	Fri
Calls Offered	9	10	11	12	15	16	17	18	19
	120	114	130	127	106	165	114	118	121
Calls Handled	120	113	129	127	106	161	114	115	120
%	100%	99%	99%	100%	100%	98%	100%	97%	99%
Average Handled per hour	2.67	2.51	2.87	2.82	3.53	6.37	3.04	3.07	3.20

Abandoned	0	1	1	0	0	4	0	3	1
%	0.00%	0.88%	0.77%	0.00%	0.00%	2.42%	0.00%	2.54%	0.83%
Short Abandoned	0	1	1	0	0	1	0	0	1
%	0.00%	0.88%	0.77%	0.00%	0.00%	0.61%	0.00%	0.00%	0.83%
Long Abandoned	0	0	0	0	0	3	0	3	0
%	0.00%	0.00%	0.00%	0.00%	0.00%	1.82%	0.00%	2.54%	0.00%
Average Time To Abandoned	0	0	0	0	0	106	0	82	0

Hours worked	45	45	45	45	30	30	37.5	37.5	37.5
Talk Time %	16.38%	16.61%	16.84%	17.41%	21.08%	24.00%	18.68%	16.36%	18.89%
	6:53:21	7:26:21	7:28:59	7:24:51	6:13:12	7:08:31	7:03:02	6:04:33	6:14:01
Talk Time	Seconds	Seconds	Seconds	Seconds	Seconds	Seconds	Seconds	Seconds	Seconds
Average Duration of Call Seconds	207	237	208	210	211	160	223	190	187
Average Duration of Call Minutes	3.45	3.95	3.48	3.50	3.52	2.67	3.72	3.17	3.12
Average Hold Time	3	4	3	4	5	9	4	6	4
After Call Work and Breaks %	16.50%	13.71%	15.50%	16.03%	0.00%	0.00%	0.00%	0.00%	0.00%
Idle Time %	59.30%	56.61%	61.06%	52.97%	61.99%	54.85%	57.42%	66.56%	58.27%

Total Call Overflowed to PRX	0	0	0	0	0	0	0	0	0
Total Calls Warm Transferred to PRX	89	51	29	42	20	62	15	18	20
Total Calls Warm Transferred to PRX %	74%	45%	22%	33%	18%	39%	13%	16%	17%

an

American
Daily Call Result

	Mon	Tue	Wed	Thu	Fri	Sat	Sun	MTD
Calls Offered	22	23	24	25	26	27	28	July
	174	134	128	0	164	258	171	2880

Calls Handled	173	133	126	0	180	230	170	2923
%	99%	99%	98%	0%	98%	93%	99%	98%
Average Handled per hour	3.84	2.98	2.80	0.00	4.80	6.31	3.78	3.40

Abandoned	1	1	2	0	4	10	1	6	51
%	0.57%	0.75%	1.56%	0.00%	2.17%	7.36%	0.58%	3.70%	1.71%
Short Abandoned	0	0	0	0	0	1	0	3	9
%	0.00%	0.00%	0.00%	0.00%	0.00%	0.36%	0.00%	1.85%	0.30%
Long Abandoned	1	1	2	0	4	18	1	3	42
%	0.57%	0.75%	1.56%	0.00%	2.17%	6.98%	0.58%	1.85%	1.41%
Average Time To Abandoned	31	78	119	0	81	98	14	124	41

Hours worked	45	45	45	0	37.5	45	45	45	862.5
Talk Time %	25.79%	18.64%	18.68%	0.00%	28.03%	10.83%	18.78%	18.71%	18.00%
Talk Time	11:51:45	8:22:11	7:12:30	0:00:00	10:26:35	4:56:42	8:28:04	8:27:31	162:20:01
Average Duration of Call Seconds	240	227	206	0	209	74	178	185	23
Average Duration of Call Minutes	4.00	3.78	3.43	0.00	3.48	1.23	2.97	3.25	0.38
Average Hold Time	5	3	5	0	8	9	5	8	5
After Call Work and Breaks %	0.00%	0.00%	34.68%	0.00%	0.00%	0.00%	0.00%	0.00%	9.45%
Idle Time %	54.74%	60.58%	44.84%	0.00%	48.29%	31.16%	43.85%	54.42%	54.88%
Total Call Overlaid to PHX	0	0	0	0	0	0	0	0	0
Total Calls Warm Transferred to PHX	33	47	52	0	31	53	188	84	1164
Total Calls Warm Transferred to PHX %	19%	35%	41%	0%	28%	22%	111%	54%	40%

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HSG/ATN

PAGE 03



American Telecom Network™

PLEASE READ THIS IMPORTANT LETTER
FOR INFORMATION REGARDING THE QUALITY
OF YOUR TTI NATIONAL TELEPHONE SERVICE*

Dear American Telecom Network Customer:

As an independent telecom agent, ATN is committed to providing you with premium quality telephone service at the lowest rates. At the time of your enrollment, TTI National, Inc. was able to best meet your telecom service requirements.

Because TTI National is owned by MCI WorldCom, a company which recently filed for bankruptcy, that level of service has been severely compromised: *TTI's customer service hours have been reduced by 39%*. Due to the WorldCom bankruptcy, TTI faces an uncertain future. As a result, we have ended our relationship with TTI National, Inc.

To better serve you, ATN has aligned with PowerNet Global (PNG) - a nationwide leader in telecom services. As a loyal customer, this means big benefits for you, including:

- **5.4 cents per minute for Long Distance** state-to-state calls; no monthly fees, no hidden charges. Call 1-888-523-5924 today to get 60 minutes of FREE calls as an additional bonus!
- **5.4 cents per minute for your own Toll-Free** state-to-state calls; no monthly fees, no hidden charges
- **13.9 cents per minute for Calling Card** calls; no monthly fees or hidden charges
- **\$9.95 Monthly Internet Access** (a 33% savings off the low PNG rate of \$14.95, and 60% less than AOL monthly access!)

As a convenience, ATN has opened a pre-approved account with PNG for you.
Please read the enclosed letter carefully.

If you have any questions or concerns, our friendly associates are standing by to help you make a smooth transition to the PNG calling plan. Call 1-888-523-5924 today to experience a new level of savings and service through PowerNet Global.

Thank you for your continued support as an ATN customer. It is our goal to provide you with low cost telephone services from companies with high standards of ethics and honesty. PNG is exactly such a company. We look forward to hearing from you. *You have a choice and a voice!*

Sincerely,

Jeffrey P. Bein President, American Telecom Network

* Industry analysts believe that the quality of service offered by WorldCom will probably degrade.
See "What Should WorldCom's Customers Do?" Business Communications Review, September 2002, pp.10-12.

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HSG/ATN

PAGE 04



American Telecom NetworkSM



Family Motor Coach Association
DISCOUNT PHONE SERVICES

PLEASE READ THIS IMPORTANT LETTER
FOR INFORMATION REGARDING THE QUALITY
OF YOUR TTI NATIONAL TELEPHONE SERVICE*

Dear Family Motor Coach Association Member:

As a Family Motor Coach Association endorsed service provider, ATN is committed to providing you with premium quality telephone service at the lowest rates. At the time of your enrollment, TTI National, Inc. was able to best meet your telecom service requirements.

Because TTI National is owned by MCI WorldCom, a company which recently filed for bankruptcy, that level of service has been severely compromised: *TTI's customer service hours have been reduced by 39%*. Due to the WorldCom bankruptcy, TTI faces an uncertain future. As a result, we have ended our relationship with TTI National, Inc.

To better serve you, ATN has aligned with PowerNet Global (PNG) - a nationwide leader in telecom services. As a loyal Family Motor Coach Association member, this means big benefits for you, including:

- **5.4 cents per minute for Long Distance** state-to-state calls; no monthly fees, no hidden charges. Call 1-888-521-8105 today to get 60 minutes of FREE calls as an additional bonus!
- **5.4 cents per minute for your own Toll-Free** state-to-state calls; no monthly fees, no hidden charges
- **13.9 cents per minute for Calling Card** calls; no monthly fees or hidden charges
- **\$9.95 Monthly Internet Access** (a 33% savings off the low PNG rate of \$14.95, and 60% less than AOL monthly access!)

As a convenience, ATN has opened a pre-approved account with PNG for you.
Please read the enclosed letter carefully.

If you have any questions or concerns, our friendly associates are standing by to help you make a smooth transition to the PNG calling plan. Call 1-888-521-8105 today to experience a new level of savings and service through PowerNet Global.

Thank you for your continued support as a Family Motor Coach Association Member. It is our goal to provide you with low cost telephone services from companies with high standards of ethics and honesty. PNG is exactly such a company. We look forward to hearing from you. *You have a choice and a voice!*

Sincerely,

Jeffrey E. Bein President, American Telecom Network

* Industry analysts believe that the quality of service offered by WorldCom will probably degrade.
See "What Should WorldCom's Customers Do?" Business Communications Review, September 2002, pp. 10-12.

03/08/1995 16:17

8005205676

HSG/ATN

PAGE 05



PLEASE READ THIS IMPORTANT LETTER
FOR INFORMATION REGARDING THE QUALITY
OF YOUR TTI NATIONAL TELEPHONE SERVICE*

Dear Good Sam Club Member:

The Good Sam Club and our long distance service provider, ATN, are committed to provide you with premium quality long distance telephone service at the lowest rates. At the time of your enrollment, TTI National, Inc. was selected as the carrier best able to meet your requirements, and they have been providing your service since that time.

In the past few months, it has been impossible to avoid the headlines regarding the MCI WorldCom bankruptcy. TTI National, our carrier, is a wholly owned subsidiary of MCI WorldCom. Since the MCI WorldCom filing, we have become concerned that our level of service could be severely compromised and we are concerned about the future; in fact, TTI's customer service hours have already been reduced considerably. There is some concern that, because WorldCom has laid off over 17,000 workers, it is possible that TTI's servicing of your account may be adversely affected.

Our goal is to make sure that our members enjoy the best possible services offered through your Good Sam membership benefits. We want to make sure that you continue to receive excellent service and savings on your long distance calls. To better serve you, we have a new option available to Good Sam members.

We are pleased to announce that ATN has aligned with PowerNetGlobal (PNG) – a nationwide leader in telecom services – to provide new, low phone service rates. This means big benefits for you, including:

- **5.4 cents per minute for Long Distance** state-to-state calls; no monthly fees, no hidden charges. Call 1-888-523-5926 today to get 60 minutes of FREE calls as an additional bonus!
- **5.4 cents per minute for your own Toll-Free** state-to-state calls; no monthly fees, no hidden charges
- **13.9 cents per minute for Calling Card** calls; no monthly fees or hidden charges
- **\$9.95 Monthly Internet Access** (a 33% savings off the low PNG rate of \$14.95, and 60% less than AOL monthly access!)

As a convenience, ATN has opened a pre-approved account with PNG for you.
 Please read the enclosed letter carefully.

If you have any questions or concerns, our friendly associates are standing by to help you make a smooth transition to the new PNG calling plan. Call 1-888-523-5926 today. Thank you for your continued support of the Good Sam Club and our long distance program.

Sincerely,

A handwritten signature in cursive script that reads 'Susan Bray'.

Sue Bray Executive Director, The Good Sam Club

A handwritten signature in cursive script that reads 'Jeffrey P. Bein'.

Jeffrey P. Bein President, American Telecom Network

* Industry analysts believe that the quality of service offered by WorldCom will probably degrade.
 See "What Should WorldCom's Customers Do?" Business Communications Review, September 2002, pp.10-12.

03/08/1995 16:17 8805205676

HSG/ATN

PAGE 06



PLEASE READ THIS IMPORTANT LETTER
FOR INFORMATION REGARDING THE QUALITY
OF YOUR TTI NATIONAL TELEPHONE SERVICE*

Dear Coast to Coast Member:

As a Coast to Coast endorsed service provider, ATN is committed to providing you with premium quality telephone service at the lowest rates. At the time of your enrollment, TTI National, Inc. was able to best meet your telecom service requirements.

Because TTI National is owned by MCI WorldCom, a company which recently filed for bankruptcy, that level of service has been severely compromised: *TTI's customer service hours have been reduced by 39%*. Due to the WorldCom bankruptcy, TTI faces an uncertain future. As a result, we have ended our relationship with TTI National, Inc.

To better serve you, ATN has aligned with PowerNet Global (PNG) - a nationwide leader in telecom services. As a loyal Coast to Coast member, this means big benefits for you, including:

- **5.4 cents per minute for Long Distance** state-to-state calls; no monthly fees, no hidden charges. Call 1-888-523-5925 today to get 60 minutes of FREE calls as an additional bonus!
- **5.4 cents per minute for your own Toll-Free** state-to-state calls; no monthly fees, no hidden charges
- **13.9 cents per minute for Calling Card** calls; no monthly fees or hidden charges
- **\$9.95 Monthly Internet Access** (a 33% savings off the low PNG rate of \$14.95, and 60% less than AOL monthly access!)

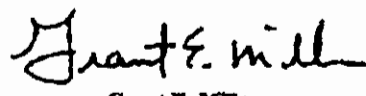
As a convenience, ATN has opened a pre-approved account with PNG for you.
Please read the enclosed letter carefully.

If you have any questions or concerns, our friendly associates are standing by to help you make a smooth transition to the PNG calling plan. Call 1-888-523-5925 today to experience a new level of savings and service through PowerNet Global.

Thank you for your continued support as a Coast to Coast Member. It is our goal to provide you with low cost telephone services from companies with high standards of ethics and honesty. PNG is exactly such a company. We look forward to hearing from you. *You have a choice and a voice!*

Sincerely,


 Jeffrey F. Bein
 President, American Telecom Network


 Grant E. Miller
 President, Coast to Coast

* Industry analysts believe that the quality of service offered by WorldCom will probably degrade.
 See "What Should WorldCom's Customers Do?" Business Communications Review, September 2002, pp.10-12.

03/08/1995 16:17 8805285676

HSG/ATN

PAGE 87

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ID:

OCT 28 '02 12:50 No. 003, P. 12



or Direct Line To Savings™

81:91 2002 02 LDC
 10211 N 32ND STREET, SUITE A5
 PHOENIX, ARIZONA 85028
 CORPORATE: 800-703-4000
 FAX: 800-703-4357
 CUSTOMER SERVICE: 800-477-9992
 www.crl.com

September 25, 2002

Via fax number 310 [REDACTED]

Dear [REDACTED]

As you know, ATN has been taking care of your phone services since June. Because of the uncertain future of TTI National which is wholly owned by bankrupt WorldCom, we would like to switch your account with another provider that we are now utilizing.

The other provider is PowerNet Global (PNG). They are an outstanding company with excellent service; they conduct their operation with high standards of ethics. ATN can handle all of the paperwork to effect a smooth transition of your account from TTI National to PNG.

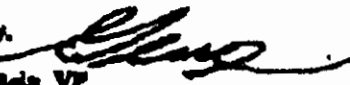
Your current rate with TTI is 4.25 cpm; your current CA locate rate is 3.62 cpm.

With PNG, I can offer you 4.5 cpm with an 11% discount for an effective rate of just 4.01 cpm; that represents a savings of almost 6%. Your CA rate with PNG will be 3.9 cpm; however, the 11% discount provides an effective rate of just 3.47 cpm for a savings of just over 4%. In addition, we will provide 60 free minutes of time-to-time calling. The same rates also apply for toll-free numbers.

[REDACTED] we strongly recommend your allowing us to transition your account to PNG. You will save about 3% over TTI, but the bigger concern is that TTI/WorldCom may not survive the bankruptcy. There could be service disruptions and other problems. PNG would accept your account without any additional credit checks.

Please let me know if you would want me to prepare the paperwork. And, please call if you have any questions or concerns.

Sincerely,


 George Reis, VP
 800-703-4000, Ext. 9112

ATN 00607

03/08/1995 16:17 8005205676

HSG/ATN

PAGE 08



Your Direct Line To Savings™

10211 N 32ND STREET, SUITE A3
PHOENIX, ARIZONA 85028
CORPORATE: 800-706-4000
FAX: 800-700-4387
CUSTOMER SERVICE: 800-477-9682
www.callatn.com

2/5/2003

DATE

3:00 pm

Dear Former TTI Agent:

First of all, if you are one of the 2% of the agents that TTI wants to retain, then this letter is not for you. Please throw it away. Good Luck working with a company whose leaders have already exhibited their moral and ethical values.

However, if you are among the 98% of the agents who have been dumped by WorldCom and TTI, then this letter is for you. You have lost your earned commissions as well as your residual commissions while TTI retains your customers and the profits generated by your customers.

My company, the American Telecom Network (ATN), is in the same group as you are. We are being dumped by TTI as well. We were among their largest agents in the country generating well over \$1 million in monthly revenue. As such, TTI owes us a lot of money. We have hired bankruptcy attorneys to fight for us. After dealing with their agency division for about ten years and the people who run it, I guess I'm not really surprised by how we, and you, are now being treated. But that's a story for another time.

My message to you today is: **DO SOMETHING ABOUT YOUR SITUATION! Don't wait. Start making money again right now!!**

ATN made the choice to move away from TTI some time ago. Therefore, we got a head start by developing excellent relationships with other vendors. Because ATN has an excellent reputation as one of the foremost master agents in the country, these other vendors were eager and excited to have ATN join with them. They offered to us some great rates and commissions to support our well-known and highly respected dealer program.

I sincerely urge you to consider becoming a dealer for ATN. We can support you with excellent marketing materials, advertising design, great rates and excellent commissions. Our standard commission the first year is 11%. However, if you have a proven track record in obtaining customers, I will be happy to negotiate a special commission structure with you.

Please visit www.CallATN.com/dealers to download our dealer agreement. Sign it and fax it back to us so you can start making money again. Don't let TTI have the last word. Do it now! You may know that ATN has been written about in Money Magazine, Consumer Reports and many other national publications. We know how to market telecom services and you can take advantage of our expertise.

If you have any questions, please e-mail me at George@CallATN.com.

With best wishes and regards,

George P. Bein
President

P.S. ATN offers Cell Phone Services as well. Get a free phone at www.CallATN.com.

American Telecom Network™
Formerly AmTelco Regional Services

ATN 00608

03/08/1995 16:17 8005205676

HSG/ATN

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Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Monday, December 30, 2002 5:02 PM
To: 'jkaufman@inwoodcom.com'
Subject: TTI/WorldCom

Hi Jeff - Our company was a very large agent for TTI. In fact we were their largest in the country until recently. They owe us some \$675,000 in pre-petition commissions. They recently rejected our contract. I have retained a bankruptcy lawyer to fight for our earned commissions and maybe make a case that they really cannot stop our residual commissions while also keeping the profits from the customers.

In the meantime, we are moving forward with another vendor. We have been given an excellent commission structure and would be pleased if you would consider becoming a subdealer of ours.

Best wishes,

George Bein
President

American Telecom Network (ATN)

6/3/2003

ATN 00609

03/08/1995 16:17 8005205676

HSG/ATN

PAGE 20

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:34 PM
To: 'bethmiller@fortunehtech.net'
Subject: WorldCom Agents

Hi Beth and Dave

Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 98% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

I have tried to contact Jon Johnson at 858-422-7000 but that apparently is not a good number. I am not trying to go around Mr. Johnson, but I am unable to reach him.

I have also heard for other Fortune Hi-Tech dealers and I will send to them a similar e-mail.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-580-5676

P.S. If you know how to reach Mr. Johnson, please have him contact me.

6/3/2003

ATN 00610

03/08/1995 16:17 8805285676

HSG/ATN

PAGE 21

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:33 PM
To: 'rlandcindy@fortunehtech.net'
Subject: WorldCom Agents

Hi Cindy - Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 98% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

I have tried to contact Jon Johnson at 858-422-7000 but that apparently is not a good number. I am not trying to go around Mr. Johnson, but I am unable to reach him.

I have also heard for other Fortune Hi-Tech dealers and I will send to them a similar e-mail.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5676

P.S. If you know how to reach Mr. Johnson, please have him contact me.

6/3/2003

ATN 00611

03/08/1995 16:17 8005205676

HSG/ATN

PAGE 22

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:32 PM
To: 'marco350@cs.com'
Subject: WorldCom Agents

Hi Marc - Back in August, you sent an e-mail to WorldComAgents@thebiggest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 95% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

I have tried to contact Jon Johnson at 858-422-7000 but that apparently is not a good number. I am not trying to go around Mr. Johnson, but I am unable to reach him.

I have also heard for other Fortune Hi-Tech dealers and I will send to them a similar e-mail.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5676

P.S. If you know how to reach Mr. Johnson, please have him contact me.

6/3/2003

ATN 00612

03/08/1995 16:17 8005205676

HSG/ATN

PAGE 23

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:32 PM
To: 'brenner@fortunehitech.net'
Subject: WorldCom Agents

Hi Kathy -

Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 98% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

I have tried to contact Jon Johnson at 858-422-7000 but that apparently is not a good number. I am not trying to go around Mr. Johnson, but I am unable to reach him.

I have also heard for other Fortune Hi-Tech dealers and I will send to them a similar e-mail.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5878

P.S. If you know how to reach Mr. Johnson, please have him contact me.

6/3/2003

ATN 00613

03/08/1995 16:17 0005205676

HSG/ATN

PAGE 24

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:30 PM
To: 'rkesling@fortunehitech.net'
Subject: WorldCom Agents

Hi Rod -

Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 98% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

I have tried to contact Jon Johnson at 858-422-7000 but that apparently is not a good number. I am not trying to go around Mr. Johnson, but I am unable to reach him.

I have also heard for other Fortune HI-Tech dealers and I will send to them a similar e-mail.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5876

P.S. If you know how to reach Mr. Johnson, please have him contact me.

6/3/2003

ATN 00614

03/08/1995 16:17 8085205676

HSG/ATN

PAGE 25

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:03 PM
To: 'bfriedman@lacequip.net'
Subject: Worldcom Agents

Hi Barbara – Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 98% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

I have tried to contact Jon Johnson at 858-422-7000 but that apparently is not a good number. I am not trying to go around Mr. Johnson, but I am unable to reach him.

I have also heard for other Fortune Hi-Tech dealers and I will send to them a similar e-mail.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5676

P.S. If you know how to reach Mr. Johnson, please have him contact me.

6/3/2003

ATN 00615

03/08/1995 16:17 8005205676

HSG/ATN

PAGE 27

Page 1 of 1

George Bein

From: George Bein [george@callatn.com]
Sent: Thursday, January 02, 2003 7:39 PM
To: 'dfugate@beacon-com.com'
Subject: WorldCom Agents

Hi Dan -

Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 95% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5676

6/3/2003

ATN 00616

03/08/1995 16:17 8005205676

HSG/ATN

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Page 1 of 1

George Bein

From: George Bein (george@callatn.com)
Sent: Thursday, January 02, 2003 7:41 PM
To: 'wadewing@yahoo.com'

Hi Wade -

Back in August, you sent an e-mail to WorldComAgents@thedigest.com. That e-mail came to me.

Our company was one of the largest WorldCom /TTI agents in the country. Those owe us about \$1.3 million in both pre- and post-petition money. I understand that they have terminated about 98% of their agents and are keeping only about 20 who supposedly enroll mostly business customers.

Our company has hired an excellent bankruptcy lawyer to fight for the money owed us. We are even questioning their right to cut off future residual commissions.

Perhaps you are one of the lucky ones to have your contract accepted, not rejected. If so, that's great. If not, you should consider moving your customers to a vendor who will pay you commissions. That choice would be yours since I cannot give you legal advice. ATN has joined up with a new vendor as a Master Dealer and we have decided to try to move all of our customers. Our commission structure is excellent, so if I can be of help to you, please let me know.

Have a very Happy New Year.

George Bein, President
American Telecom Network (ATN)
1-800-560-5676

6/3/2003

ATN 00617

1 DAVID WM. ENGELMAN, AZ BAR NO. 004193
2 STEVEN N. BERGER, AZ BAR NO. 009613
3 KEVIN M. JUDISCAK, AZ BAR NO. 012764
4 **ENGELMAN BERGER, P.C.**
5 ONE COLUMBUS PLAZA, SUITE 1050
6 3636 NORTH CENTRAL AVENUE
7 PHOENIX, ARIZONA 85012

8 Ph: (602) 271-9090
9 Fax: (602) 222-4999
10 Email: dwe@engelmanberger.com
11 Email: snb@engelmanberger.com
12 Email: kmj@engelmanberger.com

13 and

14 RICHARD L. KORAL, ESQ. (RK 2498)
15 60 EAST 42ND STREET, SUITE 2320
16 NEW YORK, NEW YORK 10165-2399

17 Ph: (212) 682-1212
18 Fax: (212) 687-2084

19 Co-Counsel for HSG/ATN, Inc.

20 **IN THE UNITED STATES BANKRUPTCY COURT**
21 **FOR THE SOUTHERN DISTRICT OF NEW YORK**

22 In re:

23 WORLDCOM, INC., et al.,

24 Debtors.

25 Chapter 11

26 Case No.02-13533 (AJG)

27 **AMENDED RESPONSE TO DEBTORS' FIRST SET OF NON-UNIFORM**
REQUEST FOR PRODUCTION OF DOCUMENTS TO HSG/ATN, INC.

28 **TO THE HONORABLE ARTHUR J. GONZALES**
29 **UNITED STATES BANKRUPTCY JUDGE**

30 Pursuant to Rule 9014 of the Federal Rules of Bankruptcy Procedure and Rules 26 and
31 34 of the Federal Rules of Civil Procedure, HSG/ATN, Inc. ("HSG"), through its undersigned
32 counsel, hereby submits its amended response ("Amended Response") to the *"Debtors' First Set of*
33 *Non-Uniform Request for Production of Documents to HSG/ATN, Inc."* ("Requests"). The
34 documents submitted with this Response are identified as follows:

ENGELMAN BERGER, P.C.
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012

1 **REQUEST NO. 1:**

2 See letter marked as Exhibit "A" to "*Debtors' Objection to Motion of HSG/ATN, Inc.*
3 *for Allowance and Payment of Administrative Claim*" and Exhibits "A" "T" to the "*Motion for*
4 *Allowance and Payment of Administrative Claim by HSG/ATN, Inc.*"

5 **REQUEST NO. 2:**

6 American Telecom Network "Daily Call Results Report" covering the period of July
7 2002 through December 2002. This is being provided in hard copy and electronic form. HSG also
8 has time records of its employees who provided the services requested which will be provided upon
9 request of the Debtors.

10 **REQUEST NO. 3**

11 November 25, 2002, a letter from George Bein to a single Customer, which represents
12 a letter sent by Mr. Bein of HSG in response to an unsolicited call from a Customer.

13 Form letter sent to the Customers that is referenced in HSG's response to Interrogatory
14 No. 2.

15 **REQUEST NO. 4**

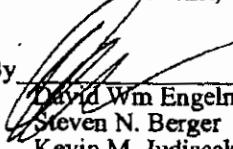
16 Form letter sent to representation agents described in the answer to Interrogatory No. 6
17 propounded by the Debtors to HSG. This form letter was sent to the following entities

18 American Telecom Network
19 Family Motorcoach Association
20 Good Sam Club
21 Coast to Coast

22 DATED this 12 day of June 2003.

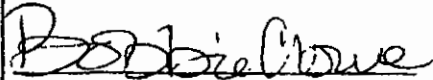
23 **ENGELMAN BERGER, P.C.**

24 By

25 
26 David Wm Engelman
27 Steven N. Berger
Kevin M. Judiscak
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012
Attorneys for HSG/ATN, Inc.

1 ORIGINAL of the foregoing
2 faxed and mailed this 2nd day
of June 2003 to:

3 Kristin G. King
4 Christopher Marcus
5 **WEIL, GOTSHAL & MANGES LLP**
6 767 Fifth Avenue
7 New York, NY 10153-0119
8 Attorneys for Debtors and Debtors-in-Possession

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ENGELMAN BERGER, P.C.
One Columbus Plaza, Suite 1050
3636 North Central Avenue
Phoenix, Arizona 85012